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*Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**NOTICE REGARDING HEARING ON  
DEBTORS' AMENDED MOTION FOR ENTRY  
OF ORDERS (I) APPROVING TERMS OF, AND  
DEBTORS' ENTRY INTO AND PERFORMANCE  
UNDER, EQUITY BACKSTOP COMMITMENT  
LETTERS, (II) APPROVING TERMS OF, AND  
DEBTORS' ENTRY INTO AND PERFORMANCE  
UNDER, DEBT FINANCING COMMITMENT  
LETTERS AND (III) AUTHORIZING  
INCURRENCE, PAYMENT AND ALLOWANCE  
OF RELATED FEES AND/OR PREMIUMS,  
INDEMNITIES, COSTS AND EXPENSES AS  
ADMINISTRATIVE EXPENSE CLAIMS**

**[Related to Dkt. Nos. 4446, 5267]**

Date: February 26, 2020  
Time: 10:00 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** February 25, 2020  
4:00 p.m. (Pacific Time)

1 PLEASE TAKE NOTICE that on January 29, 2019 (the “**Petition Date**”), PG&E  
2 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession  
3 (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), each filed a  
4 voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy  
Code**”) with the United States Bankruptcy Court for the Northern District of California  
(San Francisco Division) (the “**Bankruptcy Court**”).

5 PLEASE TAKE FURTHER NOTICE that on October 23, 2019, the Debtors filed the  
6 *Debtors’ Motion for Entry of Orders (i) Approving Terms of, and Debtors’ Entry into and  
Performance Under, Exit Financing Commitment Letters and (ii) Authorizing Incurrence, Payment  
7 Expense Claims* [Dkt. No. 4446] (the “**Original Exit Financing Motion**”). Concurrently with the  
8 Original Exit Financing Motion, the Debtors filed a notice of hearing [Dkt No. 4451], which stated  
9 that: (1) the hearing before the Bankruptcy Court on the Original Exit Financing Motion was  
10 scheduled for November 13, 2019, at 10:00 a.m. (Pacific Time); (2) any oppositions or responses to  
11 the Original Exit Financing Motion must be in writing, filed with the Bankruptcy Court, and served  
12 on the counsel for the Debtors at the above-referenced addresses so as to be received by no later than  
13 4:00 p.m. (Pacific Time) on November 6, 2019 (the “**Objection Deadline**”); (3) all oppositions and  
responses must be filed and served pursuant to the *Second Amended Order Implementing Certain  
14 Notice and Case Management Procedures* entered on May 14, 2019 [Dkt No. 1996] (the “**Case  
Management Order**”); and (4) any oppositions or responses must be served on all “Standard Parties”  
as defined in paragraph 5 of the Case Management Order.

14 PLEASE TAKE FURTHER NOTICE that on January 3, 2020, the Debtors filed the  
15 *Debtors’ Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry into and  
Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors’  
16 Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing  
Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and  
17 Expenses as Administrative Expense Claims* [Dkt. No. 5267] (the “**Amended Exit Financing  
Motion**”). The Amended Exit Financing Motion amended and superseded the Original Exit  
18 Financing Motion. The hearing on the Amended Exit Financing Motion was subsequently continued  
19 to January 29, 2020.

20 PLEASE TAKE FURTHER NOTICE that on January 27, 2020, the Debtors filed the  
21 *Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bank. P. 6004 and 9019  
for Entry of an Order (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support  
22 Agreement with Consenting Noteholders and Shareholder Proponents, and (II) Granting Related  
Relief* [Dkt. 5519] (the “**Noteholder RSA Motion**”). The Court granted the Noteholder RSA Motion  
23 by order dated February 5, 2020 [Dkt. No. 5637]. In light of the approved Noteholder RSA Motion  
and the changes to the Debtors’ exit capital structure contemplated thereby as specified in the Debtors  
24 prepared testimony submitted to the CPUC on January 31, 2020 in proceeding I19-09-016, the  
Debtors are currently negotiating revisions to the provisions of the Exit Financing Commitments (as  
25 defined in the Amended Exit Financing Motion).

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1       **PLEASE TAKE FURTHER NOTICE** that on February 13, 2020 the Debtors continued the  
2 hearing on the Amended Exit Financing Motion to February 26, 2020 at 10:00 a.m. (Pacific Time),  
3 and committed to further amending the Amended Exit Financing Motion on or before February 17,  
4 2020, with objections to the further amended motion due by 12:00 p.m. (Pacific Time) on  
5 February 25, 2020.

6       **PLEASE TAKE FURTHER NOTICE** that the Debtors are still engaged in negotiations on  
7 revisions to the provisions of the Exit Financing Commitments. Accordingly, as soon as practicable  
8 the Debtors will file further noticing information regarding the hearing date, the filing of the further  
9 amended motion and the objection deadline to such motion.

10 Dated: February 17, 2020

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12                               **WEIL, GOTSHAL & MANGES LLP**  
13                               **CRAVATH, SWAINE & MOORE LLP**  
14                               **KELLER & BENVENUTTI LLP**

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16                               /s/ Thomas B. Rupp  
17                               Thomas B. Rupp

18                               *Attorneys for Debtors and Debtors in Possession*  
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